

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
FRANCHISE GROUP, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-12480 (LSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: August 11, 2025 at 4:00 p.m. (ET) Hearing Date: September 10, 2025 at 10:00 am (ET)

**SUMMARY  
COVER SHEET TO THE FOURTH  
COMBINED MONTHLY AND FINAL  
FEE APPLICATION OF KIRKLAND & ELLIS  
LLP AND KIRKLAND & ELLIS INTERNATIONAL  
LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS  
IN POSSESSION, FOR THE (I) COMBINED MONTHLY FEE  
PERIOD FOR ALL DEBTORS FROM MAY 1, 2025 THROUGH  
AND INCLUDING JUNE 2, 2025, (II) SOLELY WITH RESPECT  
TO TOPCO, COMBINED MONTHLY FEE PERIOD FROM JUNE 3, 2025  
THROUGH AND INCLUDING JULY 1, 2025, AND (III) FINAL FEE PERIOD  
FROM FEBRUARY 14, 2025 (A) THROUGH AND INCLUDING JUNE 2, 2025 AND  
(B) SOLELY WITH RESPECT TO TOPCO, THROUGH AND INCLUDING JULY 1, 2025**

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<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

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Name of Applicant:	<u>Kirkland &amp; Ellis LLP and Kirkland &amp; Ellis International LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>April 1, 2025 effective as of February 14, 2025</u>
Monthly Period for which Compensation and Reimbursement is Sought:	<u>May 1, 2025 through June 2, 2025</u>
Amount of Monthly Compensation Sought as Actual, Reasonable and Necessary:	\$4,194,832.00 (80% of \$5,243,540.00)
Amount of Monthly Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$63,795.23
TopCo Monthly Fee Period <sup>2</sup> for which Compensation and Reimbursement is Sought:	<u>June 3, 2025 through July 1, 2025</u>
Amount of Monthly Compensation Sought as Actual, Reasonable and Necessary Solely With Respect to TopCo Monthly Fee Period:	\$85,075.60 (80% of \$106,344.50)
Amount of Monthly Expense Reimbursement Sought as Actual, Reasonable, and Necessary Solely With Respect to TopCo Monthly Fee Period:	\$10,117.75
Final Period for which Compensation and Reimbursement is Sought:	<u>February 14, 2025 through June 2, 2025</u>
Final Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$29,587,461.50
Final Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$179,553.54

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<sup>2</sup> On June 2, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) approved and confirmed the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (as amended, supplemented, or otherwise modified from time to time, the “Plan”) with respect to all Debtors except Freedom VCM Holdings, LLC (“TopCo”), and, on July 1, 2025, the Court approved and confirmed the Plan with respect to TopCo. In lieu of filing an additional monthly and final fee application with respect to TopCo, this Fee Application covers the compensation and expense reimbursement sought from June 3, 2025 through and including July 1, 2025, solely with respect to TopCo (when referring to approval of the monthly period, the “TopCo Monthly Fee Period,” and when referring to approval of the final period, the “TopCo Final Fee Period”).

TopCo Final Fee Period for which Compensation and Reimbursement is Sought:

June 3, 2025 through July 1, 2025

Final Amount of Compensation Sought  
as Actual, Reasonable and Necessary Solely With  
Respect to TopCo Final Fee Period:

\$106,344.50

Final Amount of Expense Reimbursement  
Sought as Actual, Reasonable, and Necessary Solely  
With Respect to TopCo Final Fee Period:

\$10,117.75

This is a(n) ☒ monthly ☐ interim ☒ final application

This Fee Application includes 13.2 hours and \$14,177.00 in fees incurred in connection with the preparation of Fee Applications.

### Prior Applications

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
April 25, 2025; Docket No. 1319	February 14, 2025 - February 28, 2025	\$3,241,900.80 (80% of \$4,052,376.00)	\$60,217.02	\$3,241,900.80 (80% of \$4,052,376.00)	\$60,217.02
June 6, 2025; Docket No. 1610	March 1, 2025 - March 31, 2025	\$9,909,610.40 (80% of \$12,387,013.00)	\$30,461.52	\$9,909,610.40 (80% of \$12,387,013.00)	\$30,461.52
July 3, 2025; Docket No. 1690	April 1, 2025 – April 30, 2025	\$6,323,626.00 (80% of \$7,904,532.50)	\$25,079.77	N/A <sup>3</sup>	N/A
<b>Total</b>		<b>\$19,475,137.20</b>	<b>\$115,758.31</b>	<b>\$13,151,511.20</b>	<b>\$90,678.54</b>

### Summary of Hours by Professional Billed From May 1, 2025 through June 2, 2025

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Matt Advani	Associate	Taxation	2023	\$1,095.00	46.80	\$51,246.00

<sup>3</sup> On July 3, 2025, the Reorganized Debtors filed the *Third Monthly Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from April 1, 2025 Through and Including April 30, 2025* [Docket No. 1690] (the Third Monthly Fee Application”), which has not yet been paid pursuant to the Interim Compensation Order (as defined in the Fee Application).

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Michael Angarola	Associate	Litigation - General	2024	\$865.00	88.20	\$76,293.00
Michael Beauchamp	Associate	Restructuring	2023	\$1,065.00	34.20	\$36,423.00
Ziv Ben-Shahar	Associate	Restructuring	2022	\$1,195.00	184.50	\$220,477.50
Sloane Bessey	Associate	Restructuring	2024	\$1,065.00	53.20	\$56,658.00
Jacob E. Black	Associate	Restructuring	2021	\$1,375.00	38.00	\$52,250.00
Danny Brown	Associate	Litigation - General	2022	\$1,185.00	21.30	\$25,240.50
Caroline Buthe	Associate	Restructuring	2025	\$880.00	70.60	\$62,128.00
Gursheen Cheema	Associate	Corporate - Debt Finance	2024	\$1,065.00	72.40	\$77,106.00
Jacqueline Cloutier	Associate	Corporate - Capital Markets	2023	\$1,375.00	38.20	\$52,525.00
Aislinn Comiskey	Associate	Restructuring	2025	\$880.00	46.90	\$41,272.00
Kai Michael Fenty	Associate	Taxation	2024	\$925.00	15.40	\$14,245.00
Julia Fletcher	Associate	Restructuring	2025	\$880.00	81.40	\$71,632.00
Rachel Golden	Associate	Restructuring	2023	\$1,195.00	2.90	\$3,465.50
Sarah Jones	Associate	Restructuring	2024	\$880.00	48.00	\$42,240.00
Jake Kim	Associate	Corporate - General	2023	\$1,065.00	45.70	\$48,670.50
Constantina Leodis	Associate	Corporate - Debt Finance	2023	\$1,195.00	91.50	\$109,342.50
Maddison Levine	Associate	Restructuring	2021	\$1,465.00	264.30	\$387,199.50
Cara Li	Associate	Corporate - M&A / Private Equity	2020	\$1,195.00	222.10	\$265,409.50
Dominick Vito Manetta	Associate	Restructuring	2025	\$880.00	94.50	\$83,160.00
Julia Mark	Associate	Corporate - General	2025	\$880.00	97.10	\$85,448.00
Mallory Elise McKenzie	Associate	ECEB – Labor / Employment	2018	\$1,525.00	8.00	\$12,200.00
Brian Messing	Associate	Restructuring	2024	\$1,065.00	145.70	\$155,170.50
Annika Morin	Associate	ECEB - Employee Benefits	2022	\$1,195.00	6.30	\$7,528.50
Brian Nakhaimousa	Associate	Restructuring	2021	\$1,465.00	255.60	\$374,454.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Srinithi Narayanan	Associate	Technology & IP Transactions	2023	\$1,065.00	13.30	\$14,164.50
Sarah Osborne	Associate	Restructuring	2023	\$1,065.00	168.50	\$179,452.50
Christina I. Panagoulia Triantafillopoulos	Associate	Corporate - General	2025	\$880.00	34.00	\$29,920.00
Armando L. Prather	Associate	Litigation – General	2022	\$1,185.00	45.90	\$54,391.50
Joshua Raphael	Associate	Restructuring	2023	\$1,195.00	135.80	\$162,281.00
Maddison Malone Riddick	Associate	ECEB - Executive Compensation	2019	\$1,525.00	22.30	\$34,007.50
Michael A. Sloman	Associate	Restructuring	2022	\$1,375.00	11.70	\$16,087.50
Eric J. Tarosky	Associate	Litigation - General	2023	\$1,025.00	16.00	\$16,400.00
Luz Tur-Sinai Gozal	Associate	Restructuring	2022	\$880.00	101.50	\$89,320.00
Christina Welch	Associate	Technology & IP Transactions	2021	\$1,375.00	25.90	\$35,612.50
Quin Wetzel	Associate	Restructuring	2023	\$1,065.00	72.80	\$77,532.00
Mary Catherine Young	Associate	Restructuring	2023	\$1,195.00	81.30	\$97,153.50
Steven Soule	Of Counsel	Litigation - General	1995	\$1,245.00	1.00	\$1,245.00
Bill Arnault, P.C.	Partner	Litigation - General	2009	\$2,015.00	90.30	\$181,954.50
Lamina Bowen	Partner	Litigation - General	2016	\$1,675.00	0.50	\$837.50
Paige S. Comparato	Partner	Litigation - General	2017	\$1,525.00	10.00	\$15,250.00
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,725.00	1.90	\$3,277.50
James B. Dickson	Partner	Corporate - Debt Finance	2013	\$1,815.00	48.50	\$88,027.50
Rob Fowler, P.C.	Partner	ECEB - Executive Compensation	1996	\$2,295.00	15.70	\$36,031.50
Phil Vincent Giglio	Partner	Corporate – Investment Funds	2014	\$2,045.00	2.40	\$4,908.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Susan D. Golden	Partner	Restructuring	1988	\$1,795.00	4.40	\$7,898.00
Jeffrey Ross Goldfine	Partner	Litigation - General	2016	\$1,745.00	38.80	\$67,706.00
Nicole L. Greenblatt, P.C.	Partner	Restructuring	2003	\$2,595.00	28.00	\$72,660.00
Shana G. Hamilton	Partner	Corporate - Debt Finance	2005	\$2,295.00	3.10	\$7,114.50
Jackie Heffernan	Partner	ECEB – Labor / Employment	2017	\$1,725.00	6.40	\$11,040.00
Shayne Henry	Partner	Litigation - General	2014	\$1,695.00	132.10	\$223,909.50
Erik Hepler	Partner	Corporate - Debt Finance	1990	\$2,295.00	2.30	\$5,278.50
George W. Hicks Jr., P.C.	Partner	Litigation - General	2006	\$2,125.00	2.00	\$4,250.00
Keli Huang	Partner	Corporate - M&A / Private Equity	2018	\$1,725.00	140.30	\$242,017.50
Derek I. Hunter	Partner	Restructuring	2017	\$1,735.00	132.60	\$230,061.00
Melanie MacKay	Partner	Litigation - General	2010	\$1,695.00	76.50	\$129,667.50
Drew Maliniak	Partner	Corporate - Capital Markets	2019	\$1,725.00	71.90	\$124,027.50
Mark McKane, P.C.	Partner	Litigation - General	1999	\$2,265.00	38.90	\$88,108.50
Janette A. McMahan	Partner	Corporate - Debt Finance	1998	\$2,295.00	0.30	\$688.50
Adam Mohamed	Partner	Corporate - Debt Finance	2019	\$1,725.00	65.10	\$112,297.50
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	\$2,295.00	22.90	\$52,555.50
Shawn OHargan, P.C.	Partner	Corporate - M&A / Private Equity	2007	\$2,295.00	49.50	\$113,602.50
William T. Pruitt	Partner	Litigation - General	2004	\$1,895.00	4.50	\$8,527.50
Scott Rolnik, P.C.	Partner	Corporate - Debt Finance	2014	\$2,175.00	2.00	\$4,350.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Joanna Schlingbaum	Partner	Technology & IP Transactions	2016	\$1,725.00	3.50	\$6,037.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$2,075.00	6.10	\$12,657.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,595.00	1.10	\$2,854.50
Michael D. Thorpe	Partner	Antitrust / Competition	2010	\$1,845.00	0.30	\$553.50
Michael Leonard Urschel, P.C.	Partner	Corporate - Debt Finance	2008	\$2,465.00	7.70	\$18,980.50
Lany L. Villalobos	Partner	ECEB – Executive Compensation	2014	\$1,725.00	22.00	\$37,950.00
Nicholas Warther	Partner	Taxation	2017	\$1,825.00	25.40	\$46,355.00
Amber L. Whipkey	Partner	Litigation - General	2002	\$1,295.00	1.70	\$2,201.50
<b>Total for Attorneys</b>					<b>3,861.50</b>	<b>\$5,182,988.50</b>

**Summary of Hours by Paraprofessional Billed  
From May 1, 2025 through June 2, 2025**

<b>Paraprofessional Name</b>	<b>Position</b>	<b>Department</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Joanna Aybar	Paralegal	Corporate – M&A/Private Equity	\$595.00	2.30	\$1,368.50
Julia F. Burnson	Paralegal	Restructuring	\$685.00	13.80	\$9,453.00
Uzo Dike	Paralegal	Litigation - General	\$705.00	13.50	\$9,517.50
Ashlyn Gallagher	Paralegal	Restructuring	\$495.00	1.80	\$891.00
Grace Geraldo	Paralegal	Real Estate	\$495.00	1.30	\$643.50
Joshua King	Paralegal	Litigation - General	\$595.00	27.40	\$16,303.00
Cindy Reilly	Paralegal	Corporate – M&A/Private Equity	\$685.00	3.50	\$2,397.50
Henry Rosas	Paralegal	Corporate – Debt Finance	\$685.00	4.80	\$3,288.00
Gary M. Vogt	Paralegal	Litigation - General	\$705.00	2.00	\$1,410.00

<b>Paraprofessional Name</b>	<b>Position</b>	<b>Department</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Susan Zablocki	Paralegal	Technology & IP Transactions	\$705.00	15.90	\$11,209.50
Henry Huang	Support Staff	Litigation - General	\$625.00	2.20	\$1,375.00
Tiffany Tulsiram	Support Staff	Litigation Services	\$550.00	4.90	\$2,695.00
<b>Total</b>				<b>93.40</b>	<b>\$60,551.50</b>

**Compensation By Project Category  
From May 1, 2025 through June 2, 2025**

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Chapter 11	0.00	\$0.00
2	Adversary Proceedings & Contested Matters	0.00	\$0.00
3	Corporate, Securities, and Gov. Matters	204.70	\$289,477.50
4	Disclosure Statement / Plan / Confirmation	1,441.70	\$1,809,395.00
5	DIP Financing and Cash Collateral	339.90	\$451,554.00
6	Cash Management	2.80	\$2,954.50
7	Automatic Stay Issues	16.20	\$19,904.00
8	Asset Sales / Section 363 / Use, Sale, and Disposition of Property	666.40	\$888,824.50
9	Executory Contracts and Unexpired Leases	179.30	\$208,812.00
10	Business Operations	5.00	\$7,105.00
11	Claims Administration	69.70	\$84,290.00
12	Schedules and Statements (SOFAs)	0.00	\$0.00
13	Creditor and Stakeholder Communications	53.90	\$81,436.50
14	U.S. Trustee Matters and Communications	3.70	\$5,357.50
15	Hearings	59.90	\$104,909.50
16	Insurance and Surety Matters	6.80	\$11,420.50
17	Utilities	0.00	\$0.00
18	Tax Matters	79.90	\$105,592.50
19	Case Administration	75.70	\$93,070.00
20	Retention – K&E	87.60	\$98,811.00
21	Retention – Non-K&E	9.80	\$10,353.50
22	Vendor Matters	0.70	\$745.50



<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
23	Litigation	503.40	\$721,732.50
24	Non-Working Travel	55.00	\$81,631.50
25	Creditors' Committee Matters	0.00	\$0.00
26	Employee and Labor Matters	92.80	\$166,163.00
<b>Total</b>		<b>3,954.90</b>	<b>\$5,243,540.00</b>

**Expense Summary**  
**From May 1, 2025 through June 2, 2025**

<b>Expense</b>	<b>Vendor (if any)</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Third Party Telephone Charges			\$0.00
Standard Copies or Prints	Kirkland & Ellis LLP	\$0.10	\$88.50
Tabs/Indexes/Dividers	Kirkland & Ellis LLP		\$0.00
Color Copies or Prints			\$127.05
Computer Database Research			\$1,338.87
Computer Database Research – Soft			\$91.20
Scanned Images	Kirkland & Ellis LLP		\$0.00
Local Transportation			\$989.25
Travel Expense			\$9,273.79
Airfare			\$11,855.10
Transportation to/from airport			\$1,666.46
Travel Meals			\$715.66
Court Reporter Fee/Deposition			\$8,366.94
Filing Fees			\$0.00
Car Rental			\$176.72
Other Travel Expenses			\$240.00
Other Court Costs and Fees			\$0.00
Outside Retrieval Service			\$20,474.32
Outside Messenger Services			\$28.00
Outside Video Services			\$2,510.00
Overtime Transportation			\$519.59
Overtime Meals - Attorney			\$1,440.39
Secretarial Overtime	Kirkland & Ellis LLP		\$0.00
Document Services Overtime	Kirkland & Ellis LLP		\$0.00
Westlaw Research			\$1,846.65
LexisNexis Research			\$2,046.74
<b>Total</b>			<b>\$63,795.23</b>

**Summary of Hours by Professional Billed  
Solely With Respect to TopCo Monthly Fee Period**

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Ziv Ben-Shahar	Associate	Restructuring	2022	\$1,195.00	0.60	\$717.00
Danny Brown	Associate	Litigation - General	2022	\$1,185.00	1.30	\$1,540.50
Maddison Levine	Associate	Restructuring	2021	\$1,465.00	21.70	\$31,874.50
Brian Messing	Associate	Restructuring	2024	\$1,065.00	17.20	\$18,318.00
Sarah Osborne	Associate	Restructuring	2023	\$1,065.00	0.50	\$532.50
Joshua Raphael	Associate	Restructuring	2023	\$1,195.00	11.40	\$13,623.00
Luz Tur-Sinai Gozal	Associate	Restructuring	2022	\$880.00	26.70	\$23,496.00
Jeffrey Ross Goldfine	Partner	Litigation - General	2016	\$1,745.00	0.30	\$523.50
Nicole L. Greenblatt, P.C.	Partner	Restructuring	2003	\$2,595.00	0.50	\$1,297.50
Shayne Henry	Partner	Litigation - General	2014	\$1,695.00	0.20	\$339.00
Keli Huang	Partner	Corporate - M&A / Private Equity	2018	\$1,725.00	0.30	\$517.50
Derek I. Hunter	Partner	Restructuring	2017	\$1,735.00	7.50	\$13,012.50
<b>Total</b>					<b>88.2</b>	<b>\$105,791.50</b>

**Summary of Hours by Paraprofessional Billed  
Solely With Respect to TopCo Monthly Fee Period**

<b>Paraprofessional Name</b>	<b>Position</b>	<b>Department</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Christian Mancino	Junior Paralegal	Restructuring	\$395.00	1.40	\$553.00
<b>Total</b>				<b>1.40</b>	<b>\$553.00</b>

**Compensation By Project Category  
Solely With Respect to TopCo Monthly Fee Period**

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Chapter 11	0.00	\$0.00

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
2	Adversary Proceedings & Contested Matters	0.00	\$0.00
3	Corporate, Securities, and Gov. Matters	0.00	\$0.00
4	Disclosure Statement / Plan / Confirmation	80.20	\$94,752.00
5	DIP Financing and Cash Collateral	0.00	\$0.00
6	Cash Management	0.00	\$0.00
7	Automatic Stay Issues	0.00	\$0.00
8	Asset Sales / Section 363 / Use, Sale, and Disposition of Property	0.00	\$0.00
9	Executory Contracts and Unexpired Leases	0.00	\$0.00
10	Business Operations	0.00	\$0.00
11	Claims Administration	8.10	\$9,980.50
12	Schedules and Statements (SOFAs)	0.00	\$0.00
13	Creditor and Stakeholder Communications	0.00	\$0.00
14	U.S. Trustee Matters and Communications	0.20	\$293.00
15	Hearings	1.10	\$1,319.00
16	Insurance and Surety Matters	0.00	\$0.00
17	Utilities	0.00	\$0.00
18	Tax Matters	0.00	\$0.00
19	Case Administration	0.00	\$0.00
20	Retention – K&E	0.00	\$0.00
21	Retention – Non-K&E	0.00	\$0.00
22	Vendor Matters	0.00	\$0.00
23	Litigation	0.00	\$0.00
24	Non-Working Travel	0.00	\$0.00
25	Creditors' Committee Matters	0.00	\$0.00
26	Employee and Labor Matters	0.00	\$0.00
<b>Total</b>		<b>89.60</b>	<b>\$106,344.50</b>

**Expense Summary**  
**Solely With Respect to TopCo Monthly Fee Period**

<b>Expense</b>	<b>Vendor (if any)</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Third Party Telephone Charges			\$0.00
Standard Copies or Prints	Kirkland & Ellis LLP	\$0.10	\$1.80
Tabs/Indexes/Dividers	Kirkland & Ellis LLP		\$0.00

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Color Copies or Prints			\$0.00
Computer Database Research			\$0.00
Computer Database Research – Soft			\$0.00
Scanned Images	Kirkland & Ellis LLP		\$0.00
Local Transportation			\$0.00
Travel Expense			\$0.00
Airfare			\$0.00
Transportation to/from airport			\$0.00
Travel Meals			\$0.00
Court Reporter Fee/Deposition			\$0.00
Filing Fees			\$0.00
Car Rental			\$0.00
Other Travel Expenses			\$0.00
Other Court Costs and Fees			\$9,985.11
Outside Retrieval Service			\$0.00
Outside Messenger Services			\$0.00
Outside Video Services			\$0.00
Overtime Transportation			\$130.84
Overtime Meals - Attorney			\$0.00
Secretarial Overtime	Kirkland & Ellis LLP		\$0.00
Document Services Overtime	Kirkland & Ellis LLP		\$0.00
Westlaw Research			\$0.00
LexisNexis Research			\$0.00
<b>Total</b>			<b>\$10,117.75</b>

SUMMARY OF FINAL APPLICATION	
Name of Applicant	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Name of Client	Debtors and Debtors in Possession
Time Period Covered by Final Application	February 14, 2025 through June 2, 2025
Total Compensation Sought During Final Application Period after all Voluntary Reductions	\$29,587,461.50
Total Expenses Sought During the Final Application Period	\$179,553.54
Time Period Covered by Final Application Solely With Respect to TopCo Final Fee Period	June 3, 2025 through July 1, 2025
Total Compensation Sought During Final Application Period after all Voluntary Reductions Solely With Respect to TopCo Final Fee Period	\$106,344.50
Total Expenses Sought During the Final Application Period Solely With Respect to TopCo Final Fee Period	\$10,117.75
Petition Date	November 3, 2024
Retention Date	February 14, 2025
Date of Order Approving Employment	April 1, 2025

SUMMARY OF FINAL APPLICATION	
Total Compensation Approved by Interim Order to Date	N/A
Total Expenses Approved by Interim Order to Date	N/A
Total Allowed Compensation Paid to Date	N/A
Total Allowed Expenses Paid to Date	N/A
Blended Rate in Final Application for all Attorneys	\$1,476.61
Blended Rate in Final Application for all Timekeepers	\$1,394.07
Compensation Sought in the Final Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed	\$13,151,511.20
Expenses Sought in Final Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed	\$90,678.54
Number of Professionals Included in Final Application	186
If Applicable, Number of Professionals in Final Application not Included in Staffing Plan Approved by Client	122
If Applicable, Difference Between Fees Budgeted and Compensation Sought During Final Application Period	\$693,806.00
Number of Professionals Billing Fewer than 15 hours to the Case during Final Application Period	31
Are Any Rates Higher Than Those Approved or Disclosed at Retention?	No.

#### Summary of Hours by Professional Billed in Fee Period<sup>4</sup>

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Max Joseph Abramson	Associate	Litigation - General	N/A	\$865.00	73.80	\$63,837.00
Matt Advani	Associate	Taxation	2023	\$1,095.00	135.60	\$148,482.00
Michael Angarola	Associate	Litigation - General	2024	\$865.00	334.80	\$289,602.00
Will Atnipp	Associate	Litigation - General	2024	\$1,025.00	69.90	\$71,647.50
Devika M. Balaram	Associate	Litigation - General	2021	\$1,295.00	155.40	\$201,243.00

<sup>4</sup> As further described in the Fee Application, the Fee Period includes (a) the Monthly Fee Period and the Final Fee Period (with respect to all Debtors) and (b) the TopCo Monthly Fee Period and the TopCo Final Fee Period (solely with respect to TopCo). This summary chart and the summary charts that follow reflect the fee and expense detail for the entire Fee Period, which, for the avoidance of doubt, includes the fee and expense detail relating to the TopCo Final Fee Period.

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Michael Beauchamp	Associate	Restructuring	2023	\$1,065.00	263.90	\$281,053.50
Anna Therese Beavers	Associate	Litigation - General	2024	\$865.00	118.70	\$102,675.50
Magdalene Beck	Associate	Litigation - General	2024	\$865.00	75.40	\$65,221.00
Ziv Ben-Shahar	Associate	Restructuring	2022	\$1,195.00	816.80	\$976,076.00
Sloane Bessey	Associate	Restructuring	2024	\$1,065.00	221.40	\$235,791.00
Jacob E. Black	Associate	Restructuring	2021	\$1,375.00	285.80	\$392,975.00
Afi Blackshear	Associate	Litigation - General	N/A	\$1,025.00	87.10	\$89,277.50
Keaton Blazer	Associate	IP Litigation	2014	\$865.00	35.20	\$30,448.00
Socrates L. Boutsikaris	Associate	IP Litigation	2021	\$1,345.00	27.00	\$36,315.00
Brooke K. Brimo	Associate	Corporate - Debt Finance	2023	\$1,065.00	4.90	\$5,218.50
Danny Brown	Associate	Litigation - General	2022	\$1,185.00	263.20	\$311,892.00
Caroline Buthe	Associate	Restructuring	2025	\$880.00	397.10	\$349,448.00
Christopher Buxton	Associate	IP Litigation	2019	\$1,445.00	46.60	\$67,337.00
Henry Caldwell	Associate	Litigation - General	2018	\$1,445.00	214.90	\$310,530.50
Alexandra Card	Associate	IP Litigation	2024	\$865.00	33.50	\$28,977.50
George Cartveli	Associate	ECEB – Labor / Employment	2019	\$1,465.00	7.80	\$11,427.00
Hacibey Catalbasoglu	Associate	Litigation - General	2024	\$865.00	128.40	\$111,066.00
Gursheen Cheema	Associate	Corporate - Debt Finance	2024	\$1,065.00	78.10	\$83,176.50
Jacqueline Cloutier	Associate	Corporate - Capital Markets	2023	\$1,375.00	83.30	\$114,537.50
Seth M. Cohen	Associate	Litigation - General	2023	\$1,345.00	85.70	\$115,266.50
Aislinn Comiskey	Associate	Restructuring	2025	\$880.00	328.50	\$289,080.00
Caitlin Dean	Associate	IP Litigation	2018	\$1,465.00	58.80	\$86,142.00
Ashton Dubey	Associate	Litigation - General	2022	\$1,185.00	179.40	\$212,589.00
Carlos Estrada	Associate	Litigation - General	2023	\$1,025.00	235.40	\$241,285.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Kaitie Farrell	Associate	Litigation - General	2021	\$1,295.00	78.50	\$101,657.50
Kai Michael Fenty	Associate	Taxation	2024	\$925.00	44.20	\$40,885.00
Rebecca Finley	Associate	IP Litigation	N/A	\$865.00	74.30	\$64,269.50
Julia Fletcher	Associate	Restructuring	2025	\$880.00	274.50	\$241,560.00
Garrett Fox	Associate	Litigation - General	2019	\$1,445.00	184.60	\$266,747.00
Rachel Golden	Associate	Restructuring	2023	\$1,195.00	616.00	\$736,120.00
Mara L. Greenberg	Associate	IP Litigation	2023	\$1,185.00	20.50	\$24,292.50
Belle A. E. Harris	Associate	Litigation - General	2023	\$1,025.00	205.70	\$210,842.50
Grace Hartnett	Associate	Litigation - General	2023	\$1,025.00	136.70	\$140,117.50
Maggie Houseknecht	Associate	Litigation - General	2018	\$1,445.00	145.70	\$210,536.50
Tiffany Hu	Associate	IP Litigation	2024	\$865.00	68.80	\$59,512.00
Alex Ingoglia	Associate	Litigation - General	2021	\$1,345.00	56.90	\$76,530.50
Jeffrey M. Jacobsen	Associate	IP Litigation	2022	\$1,185.00	91.60	\$108,546.00
Sarah Jones	Associate	Restructuring	2024	\$880.00	201.70	\$177,496.00
Olivia Kaufmann	Associate	Corporate - Healthcare	2023	\$1,195.00	15.00	\$17,925.00
Eric S. Kay	Associate	Litigation - General	2016	\$1,445.00	82.30	\$118,923.50
Michael Patrick Kenstowicz	Associate	Litigation - General	2016	\$1,445.00	10.70	\$15,461.50
Jake Kim	Associate	Corporate - General	2023	\$1,065.00	45.70	\$48,670.50
Hunter C. Kodama	Associate	Corporate - General	2023	\$1,065.00	9.20	\$9,798.00
Joe Krisko	Associate	Antitrust / Competition	2024	\$880.00	34.70	\$30,536.00
Joshua Lacoste	Associate	Litigation - General	2024	\$1,025.00	58.70	\$60,167.50
Amiri A. Lampley	Associate	Litigation - General	2021	\$1,345.00	112.40	\$151,178.00
Andrew Lee	Associate	IP Litigation	2024	\$1,025.00	12.50	\$12,812.50
Michael D. Lehavi	Associate	Litigation - General	2023	\$1,025.00	179.80	\$184,295.00
Constantina Leodis	Associate	Corporate - Debt Finance	2023	\$1,195.00	168.20	\$200,999.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Chris Leveroni	Associate	Litigation - General	2022	\$1,025.00	213.80	\$219,145.00
Maddison Levine	Associate	Restructuring	2021	\$1,465.00	947.60	\$1,388,318.00
Cara Li	Associate	Corporate - M&A / Private Equity	2020	\$1,195.00	703.10	\$840,204.50
James S. Lu	Associate	IP Litigation	2024	\$865.00	19.30	\$16,694.50
Joshua J. Lustig	Associate	IP Litigation	2023	\$1,025.00	69.20	\$70,930.00
Dominick Vito Manetta	Associate	Restructuring	2025	\$880.00	348.80	\$306,944.00
Julia Mark	Associate	Corporate - General	2025	\$880.00	205.10	\$180,488.00
Colleen E. Mayer	Associate	ECEB - General	2024	\$880.00	5.10	\$4,488.00
Mallory Elise McKenzie	Associate	ECEB – Labor / Employment	2018	\$1,525.00	21.10	\$32,177.50
Briana McNamara	Associate	Litigation - General	2023	\$1,185.00	69.30	\$82,120.50
Makala McNeil	Associate	Litigation - General	2023	\$1,185.00	67.70	\$80,224.50
John Merle	Associate	Litigation - General	2025	\$865.00	63.30	\$54,754.50
Brian Messing	Associate	Restructuring	2024	\$1,065.00	495.70	\$527,920.50
Sofia Michael	Associate	Litigation - General	2024	\$865.00	21.00	\$18,165.00
Brent Daniel Mobbs	Associate	IP Litigation	2023	\$1,025.00	263.00	\$269,575.00
Annika Morin	Associate	ECEB - Employee Benefits	2022	\$1,195.00	22.60	\$27,007.00
Brian Nakhaimousa	Associate	Restructuring	2021	\$1,465.00	853.10	\$1,249,791.50
Srinithi Narayanan	Associate	Technology & IP Transactions	2023	\$1,065.00	109.70	\$116,830.50
Shane O'Connor	Associate	Litigation - General	2021	\$1,185.00	55.90	\$66,241.50
Sarah Osborne	Associate	Restructuring	2023	\$1,065.00	589.50	\$627,817.50
Christina I. Panagoulia Triantafillopoulos	Associate	Corporate - General	2025	\$880.00	34.00	\$29,920.00



<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Austin Pennington	Associate	IP Litigation	N/A	\$865.00	170.40	\$147,396.00
Armando L. Prather	Associate	Litigation – General	2022	\$1,185.00	278.40	\$329,904.00
Emanuele Putrino	Associate	Litigation – General	2024	\$865.00	57.30	\$49,564.50
Joshua Raphael	Associate	Restructuring	2023	\$1,195.00	464.00	\$554,480.00
Maddison Malone Riddick	Associate	ECEB - Executive Compensation	2019	\$1,525.00	50.70	\$77,317.50
Chris M. Salvatore	Associate	Antitrust / Competition	2019	\$1,525.00	5.70	\$8,692.50
Michael James Sitcawich	Associate	Litigation - General	2022	\$1,025.00	62.80	\$64,370.00
Michael A. Sloman	Associate	Restructuring	2022	\$1,375.00	120.60	\$165,825.00
Gracie Smith	Associate	Litigation - General	2025	\$1,025.00	118.20	\$121,155.00
Eric J. Tarosky	Associate	Litigation - General	2023	\$1,025.00	226.80	\$232,470.00
Kyla Elise Taylor	Associate	Litigation - General	2021	\$1,345.00	260.20	\$349,969.00
Ishaan G. Thakran	Associate	Restructuring	2024	\$1,065.00	193.20	\$205,758.00
Samantha Tidwell	Associate	Litigation - General	2024	\$1,025.00	56.00	\$57,400.00
Megan Kiku Trick	Associate	IP Litigation	2024	\$865.00	46.30	\$40,049.50
Luz Tur-Sinai Gozal	Associate	Restructuring	2022	\$880.00	271.40	\$238,832.00
Jacob Walker	Associate	Litigation - General	2024	\$865.00	58.80	\$50,862.00
Matthew Calloway Walker	Associate	Litigation - General	2023	\$1,890.00	185.50	\$190,137.50
Joe Walter	Associate	Litigation - General	2023	\$1,025.00	46.50	\$47,662.50
Brandon R. Weber	Associate	IP Litigation	2023	\$1,185.00	26.60	\$31,521.00
Christina Welch	Associate	Technology & IP Transactions	2021	\$1,375.00	67.70	\$93,087.50
Quin Wetzel	Associate	Restructuring	2023	\$1,065.00	400.30	\$426,319.50
Jiange Xiao	Associate	IP Litigation	2023	\$1,185.00	67.40	\$79,869.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Linda Yang	Associate	Corporate - M&A / Private Equity	2023	\$1,195.00	69.20	\$82,694.00
Cara Yi	Associate	Litigation - General	2023	\$1,025.00	245.10	\$251,227.50
Tyler Yoo	Associate	IP Litigation	2025	\$865.00	62.90	\$54,408.50
Mary Catherine Young	Associate	Restructuring	2023	\$1,195.00	392.00	\$468,440.00
Shaoyao Yu	Associate	IP Litigation	2022	\$1,295.00	43.30	\$56,073.50
Yi Zhang	Associate	IP Litigation	2023	\$1,025.00	83.30	\$85,382.50
Yun Zhang	Associate	IP Litigation	2023	\$1,185.00	25.50	\$30,217.50
Steven Soule	Of Counsel	Litigation - General	1995	\$1,245.00	3.20	\$3,984.00
Bill Arnault, P.C.	Partner	Litigation - General	2009	\$2,015.00	416.70	\$839,650.50
Lamina Bowen	Partner	Litigation - General	2016	\$1,675.00	0.50	\$837.50
Zachary S. Brez, P.C.	Partner	Litigation - General	2000	\$2,465.00	5.00	\$12,325.00
John G. Caruso	Partner	Real Estate	1992	\$2,295.00	7.40	\$16,983.00
Jacob R. Clark	Partner	Real Estate	2017	\$1,725.00	1.50	\$2,587.50
Paige S. Comparato	Partner	Litigation - General	2017	\$1,525.00	17.90	\$27,297.50
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,725.00	1.90	\$3,277.50
David Cummings	Partner	Litigation - General	2013	\$1,695.00	7.00	\$11,865.00
Thad W. Davis, P.C.	Partner	Taxation	2005	\$2,285.00	0.60	\$1,371.00
James B. Dickson	Partner	Corporate - Debt Finance	2013	\$1,815.00	91.80	\$166,617.00
Peter Evangelatos	Partner	IP Litigation	2018	\$1,525.00	85.50	\$130,387.50
Rob Fowler, P.C.	Partner	ECEB - Executive Compensation	1996	\$2,295.00	22.30	\$51,178.50
Phil Vincent Giglio	Partner	Corporate – Investment Funds	2014	\$2,045.00	2.40	\$4,908.00
Susan D. Golden	Partner	Restructuring	1988	\$1,795.00	16.60	\$29,797.00
Jeffrey Ross Goldfine	Partner	Litigation - General	2016	\$1,745.00	235.30	\$410,598.50

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Nicole L. Greenblatt, P.C.	Partner	Restructuring	2003	\$2,595.00	297.00	\$770,715.00
Shana G. Hamilton	Partner	Corporate - Debt Finance	2005	\$2,295.00	3.10	\$7,114.50
Kate Hardey	Partner	Corporate - Healthcare	2003	\$2,175.00	16.20	\$35,235.00
Jackie Heffernan	Partner	ECEB – Labor / Employment	2017	\$1,725.00	18.00	\$31,050.00
Shayne Henry	Partner	Litigation - General	2014	\$1,695.00	481.00	\$815,295.00
Erik Hepler	Partner	Corporate - Debt Finance	1990	\$2,295.00	2.30	\$5,278.50
George W. Hicks Jr., P.C.	Partner	Litigation - General	2006	\$2,125.00	135.80	\$288,575.00
Keli Huang	Partner	Corporate - M&A / Private Equity	2018	\$1,725.00	508.90	\$877,852.50
Derek I. Hunter	Partner	Restructuring	2017	\$1,735.00	484.90	\$841,301.50
Samantha Jones	Partner	Antitrust / Competition	2018	\$1,725.00	4.90	\$8,452.50
Jacquelyn M. Kasulis, P.C.	Partner	Litigation - General	2004	2,265.00	2.50	\$5,662.50
Kathleen Vera Kinsella	Partner	Litigation - General	2016	\$1,525.00	96.30	\$146,857.50
R.D. Kohut, P.C.	Partner	ECEB – Labor / Employment	2004	\$2,295.00	1.00	\$2,295.00
Joshua Korff, P.C.	Partner	Corporate - Capital Markets	1994	2,465.00	0.30	\$739.50
Nikhil Rama Krishnan	Partner	IP Litigation	2016	\$1,745.00	42.40	\$73,988.00
Kelsey Marie Laugel	Partner	Antitrust / Competition	2017	\$1,845.00	0.50	\$922.50
Melanie MacKay	Partner	Litigation - General	2010	\$1,695.00	410.60	\$695,967.00
Drew Maliniak	Partner	Corporate - Capital Markets	2019	\$1,725.00	152.00	\$262,200.00
Christine S. Matott	Partner	Corporate - Investment Funds	2006	\$2,295.00	0.50	\$1,147.50

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Mark McKane, P.C.	Partner	Litigation - General	1999	\$2,265.00	243.20	\$550,848.00
Janette A. McMahan	Partner	Corporate - Debt Finance	1998	\$2,295.00	0.30	\$688.50
Adam Mohamed	Partner	Corporate - Debt Finance	2019	\$1,725.00	99.50	\$171,637.50
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	\$2,295.00	56.10	\$128,749.50
Shawn OHargan, P.C.	Partner	Corporate - M&A / Private Equity	2007	\$2,295.00	275.60	\$632,502.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1998	\$2,465.00	9.80	\$24,157.00
Thomas Prommer	Partner	Corporate - Debt Finance	2016	1,815.00	4.30	\$7,804.50
William T. Pruitt	Partner	Litigation - General	2004	\$1,895.00	17.10	\$32,404.50
John R. Rhine	Partner	IP Litigation	2013	\$1,745.00	107.20	\$187,064.00
Scott Rolnik, P.C.	Partner	Corporate - Debt Finance	2014	\$2,175.00	39.10	\$85,042.50
Gregory B. Sanford	Partner	IP Litigation	2008	\$1,745.00	82.10	\$143,264.50
Joanna Schlingbaum	Partner	Technology & IP Transactions	2016	\$1,725.00	50.90	\$87,802.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$2,075.00	17.90	\$37,142.50
Matthew Sinclair-Thomson	Partner	Antitrust / Competition	2013	\$2,045.00	3.90	\$7,975.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,595.00	121.60	\$315,552.00
Michael D. Thorpe	Partner	Antitrust / Competition	2010	\$1,845.00	14.80	\$27,306.00
Michael Leonard Urschel, P.C.	Partner	Corporate - Debt Finance	2008	\$2,465.00	15.70	\$38,700.50
Lany L. Villalobos	Partner	Partner	ECEB – Executive Compensation	2014	22.00	\$37,950.00

<b>Attorney Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Nicholas Warther	Partner	Taxation	2017	\$1,825.00	88.20	\$160,965.00
Amber L. Whipkey	Partner	Litigation - General	2002	\$1,295.00	168.90	\$218,725.50
Dennis Williams, P.C.	Partner	Corporate - Healthcare	2008	\$2,295.00	7.20	\$16,524.00
<b>Total for Attorneys</b>					<b>22,128.50</b>	<b>\$28,930,459.00</b>

### Final Compensation by Project Category

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Chapter 11	0.00	\$0.00
2	Adversary Proceedings & Contested Matters	411.60	\$634,145.00
3	Corporate, Securities, and Gov. Matters	490.90	\$718,896.50
4	Disclosure Statement / Plan / Confirmation	4,760.60	\$6,315,401.00
5	DIP Financing and Cash Collateral	598.30	\$811,202.00
6	Cash Management	24.60	\$26,449.50
7	Automatic Stay Issues	409.90	\$459,537.50
8	Asset Sales / Section 363 / Use, Sale, and Disposition of Property	3,034.00	\$4,235,676.00
9	Executory Contracts and Unexpired Leases	897.10	\$1,004,972.00
10	Business Operations	35.20	\$46,945.00
11	Claims Administration	313.40	\$382,248.00
12	Schedules and Statements (SOFAs)	1.70	\$2,256.50
13	Creditor and Stakeholder Communications	240.40	\$387,979.50
14	U.S. Trustee Matters and Communications	29.40	\$44,534.00
15	Hearings	225.60	\$393,678.00
16	Insurance and Surety Matters	61.70	\$88,507.00
17	Utilities	11.40	\$12,272.00
18	Tax Matters	206.50	\$283,383.50
19	Case Administration	657.80	\$797,094.00
20	Retention – K&E	698.40	\$727,612.00
21	Retention – Non-K&E	197.60	\$226,962.00

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
22	Vendor Matters	171.90	\$190,562.00
23	Litigation	9,657.60	\$11,514,021.50
24	Non-Working Travel	97.10	\$158,840.00
25	Creditors' Committee Matters	11.80	\$22,152.00
26	Employee and Labor Matters	117.60	\$208,479.50
<b>Total</b>		<b>23,362.10</b>	<b>\$29,693,806.00</b>

### Final Expense Summary

<b>Expense</b>	<b>Vendor (if any)</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Third Party Telephone Charges			\$0.00
Standard Copies or Prints	Kirkland & Ellis LLP	\$0.10	\$1,251.50
Tabs/Indexes/Dividers	Kirkland & Ellis LLP		\$0.00
Color Copies or Prints			\$2,355.10
Large Format Copy/Print			\$24.00
Computer Database Research			\$3,213.30
Computer Database Research – Soft			\$2,348.32
Scanned Images	Kirkland & Ellis LLP		\$0.00
Local Transportation			\$2,744.82
Travel Expense			\$19,826.53
Airfare			\$24,131.45
Transportation to/from airport			\$4,340.00
Travel Meals			\$1,909.13
Court Reporter Fee/Deposition			\$10,228.74
Filing Fees			\$0.00
Car Rental			\$176.72
Other Travel Expenses			\$392.00
Other Court Costs and Fees			\$49,062.76
Outside Retrieval Service			\$20,474.32
Outside Messenger Services			\$28.00
Outside Video Services			\$2,510.00
Outside Printing Services			\$1,554.75
Overtime Transportation			\$3,421.90
Overtime Meals - Attorney			\$5,897.49
Overtime Meals – Non-Attorney			\$40.75
Secretarial Overtime	Kirkland & Ellis LLP		\$0.00
Catering Expenses			\$1,444.00
Document Services Overtime	Kirkland & Ellis LLP		\$0.00
Overnight Delivery – Hard			\$55.48
Westlaw Research			\$21,500.47
LexisNexis Research			\$10,739.76
<b>Total</b>			<b>\$189,671.29</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
FRANCHISE GROUP, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-12480 (LSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: August 11, 2025 at 4:00 p.m. (ET)
	)	Hearing Date: September 10, 2025 at 10:00 am (ET)

**FOURTH  
COMBINED MONTHLY AND FINAL  
FEE APPLICATION OF KIRKLAND & ELLIS  
LLP AND KIRKLAND & ELLIS INTERNATIONAL  
LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS  
IN POSSESSION, FOR THE (I) COMBINED MONTHLY FEE  
PERIOD FOR ALL DEBTORS FROM MAY 1, 2025 THROUGH  
AND INCLUDING JUNE 2, 2025, (II) SOLELY WITH RESPECT  
TO TOPCO, COMBINED MONTHLY FEE PERIOD FROM JUNE 3, 2025  
THROUGH AND INCLUDING JULY 1, 2025, AND (III) FINAL FEE PERIOD  
FROM FEBRUARY 14, 2025 (A) THROUGH AND INCLUDING JUNE 2, 2025 AND  
(B) SOLELY WITH RESPECT TO TOPCO, THROUGH AND INCLUDING JULY 1, 2025**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys

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<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

for the above-captioned reorganized debtors (before the Effective Dates,<sup>2</sup> collectively, the “Debtors,” and after the Effective Dates, collectively, the “Reorganized Debtors”), hereby submits its fourth combined monthly and final fee application (the “Fee Application”) for (a) allowance of compensation for professional services provided in the amount of \$4,194,832.00 (80% of \$5,243,540.00) and reimbursement of actual and necessary expenses in the amount of \$63,795.23 that K&E incurred for the period from May 1, 2025 through June 2, 2025 (the “Monthly Fee Period”), (b) solely with respect to TopCo, allowance of compensation for professional services provided in the amount of \$85,075.60 (80% of \$106,344.50) and reimbursement of actual and necessary expenses in the amount of \$10,117.75 that K&E incurred for the period from June 3, 2025 through July 1, 2025 (the “TopCo Monthly Fee Period”), (c) allowance of compensation for professional services provided in the amount of \$29,587,461.50 and reimbursement of actual and necessary expenses in the amount of \$179,553.54 that K&E incurred for the period from February 14, 2025 through June 2, 2025 (the “Final Fee Period”), and (d) solely with respect to TopCo, allowance of compensation for professional services provided in the amount of \$106,344.50 and reimbursement of actual and necessary expenses in the amount of \$10,117.75 that K&E incurred for the period from June 3, 2025 through July 1, 2025 (the “TopCo Final Fee Period,” and, together with the Monthly Fee Period, the TopCo Monthly Fee Period, and the Final Fee Period, the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Joshua A. Sussberg, president of Joshua A. Sussberg, P.C., a partner of K&E (the “Sussberg Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms later in this Fee Application, in the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (as amended, supplemented, or otherwise modified from time to time, the “Plan”), or the Confirmation Orders (as defined herein), as applicable.



In further support of this Fee Application, K&E respectfully states as follows.

**Jurisdiction and Venue**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Reorganized Debtors confirm their consent to the Court entering a final order in connection with this Fee Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 353] (the “Interim Compensation Order”).

**Background**

4. On November 3, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Prior to the Effective Dates, the Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 5, 2024, the Court entered an order [Docket No. 88] authorizing the joint administration and procedural consolidation of the

Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On November 19, 2024, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee") [Docket No. 188]. On January 15, 2025, the Court entered an order [Docket No. 747] appointing a fee examiner in these chapter 11 cases.

5. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of David Orlofsky in Support of Debtors' Chapter 11 Petitions and First Day Pleadings*, filed on November 4, 2024 [Docket No. 15] and incorporated herein by reference.

6. On December 6, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On June 2, 2025, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Confirming the Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates and (II) Approving the Global Settlement and Release of Claims and Causes of Action by and Among the Global Settlement Parties* (the "Non-TopCo Confirmation Order") [Docket No. 1596], pursuant to which the Court approved and confirmed the Plan with respect to all Debtors except Freedom VCM Holdings, LLC ("TopCo"). On June 6, 2025, the Effective Date of the Plan occurred with respect to all of the Debtors except for TopCo, and the Reorganized Debtors filed the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1605] (the "Non-TopCo Effective Date").

8. On July 1, 2025, the Court entered the *Findings of Fact, Conclusions of Law, and*

*Order Confirming the Ninth Amended Joint Chapter 11 Plan of Freedom VCM Holdings, LLC* [Docket No. 1682] (the “TopCo Confirmation Order,” and together with the Non-TopCo Confirmation Order, the “Confirmation Orders”), pursuant to which the Court approved and confirmed the Plan with respect to TopCo. On July 3, 2025, the Effective Date of the Plan occurred with respect to TopCo, and the Reorganized Debtors filed the *Notice of (I) Entry of the TopCo Confirmation Order (II) Occurrence of Effective Date with Respect to Freedom VCM Holdings, LLC, and (III) Related Bar Dates* [Docket No. 1689] (the “TopCo Effective Date,” and together with the Non-TopCo Effective Date, the “Effective Dates”).

### **Preliminary Statement**

9. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

10. With K&E’s advice and counsel, the Debtors successfully accomplished, among other things, the following major achievements:

- (a) negotiated, drafted, and filed the Plan, the Disclosure Statement, the Disclosure Statement Supplement, the Plan Supplement, and the Confirmation Orders;
- (b) completed and filed comprehensive schedules of assets and liabilities and statements of financial affairs [Docket Nos. 1228, 1328, 1329, 1330, 1331, 1332, 1333, 1334];
- (c) drafted and filed various omnibus rejection motions by which the Debtors rejected, or otherwise renegotiated, numerous burdensome leases of non-residential real property and/or executory contracts [Docket Nos. 1128, 1214, 1563, 1645], and analyzed leases and contracts with respect to the same;
- (d) drafted and filed motions to extend the Debtors’ exclusive period to file a chapter 11 plan [Docket Nos. 1044, 1599] and successfully defended against the Freedom Lender Group’s objection [Docket No. 1099] to obtain Court approval of the same [Docket Nos. 1253, 1646];

- (e) drafted and filed a second motion to extend the Debtors' exclusive period to file a chapter 11 plan [Docket No. 1599] and obtained Court approval of the same;
- (f) obtained Court approval to enter into the value-maximizing Partial Sale Transaction and to take all actions necessary and appropriate to consummate the Partial Sale Transaction;
- (g) negotiated the consensual resolution of numerous material formal and informal objections to the Disclosure Statement, the Plan, and the Confirmation Orders from stakeholders and other parties in interest;
- (h) negotiated and resolved numerous disputes with vendors, landlords, contract counterparties, and litigation counterparties;
- (i) prepared and filed monthly operating reports in accordance with the U.S. Trustee's chapter 11 operating guidelines;
- (j) obtained a Court order approving the adequacy of the Disclosure Statement;
- (k) commenced and completed solicitation of the Plan;
- (l) facilitated, negotiated, and finalized the Global Settlement by and between the Global Settlement Parties, resolving a host of complex issues, settling all Intercompany Claims between and among TopCo, the Freedom HoldCo Debtors, and the OpCo Debtors, and maximizing creditor recovery;
- (m) obtained Court orders confirming the Plan;
- (n) deleveraged the Debtors' balance sheet by \$1.55 billion via the Plan and the Global Settlement;
- (o) evaluated, negotiated, and obtained approval of the Take-Back Debt Facility and the New ABL Facility to ensure sufficient liquidity on a go-forward basis; and
- (p) consummated the Restructuring Transactions contemplated by the Plan and emerged from chapter 11 on the Effective Dates.

11. Given these accomplishments during the Fee Period and the complexities of these chapter 11 cases, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of

these chapter 11 cases, and should be approved.

### **Case Status Summary**

12. The Debtors commenced these chapter 11 cases facing a confluence of operational and financial factors that strained the Debtors' financial condition. Adverse macroeconomic factors and headwinds in the retail industry, including underperforming retail store locations and inflationary pressure, further deepened the Company's financial difficulties. Against this backdrop, the Debtors explored various strategic and operational measures to address the Debtors' overleveraged balance sheet and better position the Debtors for sustainable growth. These efforts included engaging in extensive negotiations with the Debtors' key lender constituents on the terms of a potential out-of-court transaction as well as exploring potential strategic transactions to monetize their core business segments.

13. Despite these efforts, the Debtors' liquidity position continued to tighten. It became clear that in order to implement a value maximizing, holistic restructuring solution, the Debtors would need to file for chapter 11—the goal of which would be to effectuate an operational and financial restructuring that would allow the Debtors' businesses to survive as a going concern. With the assistance and advice of K&E throughout the Fee Period, the Debtors ultimately achieved that lofty goal.

14. During the Fee Period, the Debtors, with the assistance of K&E and their other advisors, accomplished a great deal from both an administrative and operational perspective to resolve the myriad of issues in these chapter 11 cases and maximize the value of their estates. Among other things, the Debtors' efforts over the Fee Period resulted in: (a) a successful sale of the Debtors' The Vitamin Shoppe business segment for a purchase price of \$193.5 million, subject to certain adjustments, thereby maximizing the value of the Debtors' estates and ensuring the smooth transition of operations and customers to the purchaser; (b) the Global Settlement with the

Global Settlement Parties, which, among other things, settled all Intercompany Claims between and among TopCo, the Freedom Holdco Debtors, and the OpCo Debtors, established a single, consolidated Litigation Trust to preserve and pursue Claims and Causes of Action against non-Debtors, and otherwise provided releases to parties that were integral to the go-forward operations of the Debtors; (c) approval of the Disclosure Statement, the Disclosure Statement Supplement, and confirmation of the Plan; and (d) consummation of the Plan and emergence from chapter 11, all as more fully described herein.

15. The successful outcome of these chapter 11 cases would not have been possible without the hard work, extensive negotiations, coordination, and strong leadership of all of the advisors and stakeholders involved. As counsel for the Debtors, K&E was instrumental in facilitating the administration of these chapter 11 cases and building significant consensus toward a Plan that was supported across the Debtors' entire capital structure and in the best interests of the Debtors, their estates, and other parties in interest.

#### **The Debtors' Retention of K&E**

16. On April 1, 2025, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP As Attorneys for the Debtors and Debtors In Possession Effective as of February 14, 2025* [Docket No. 1213] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the

Debtors, effective as of February 14, 2025, and attached hereto as **Exhibit C** (the “Engagement Letter”).

17. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors’ estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors’ estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

**Disinterestedness of K&E**

18. To the best of the Debtors’ knowledge and as disclosed in (a) the *Declaration of Joshua A. Sussberg, P.C. in Support of the Debtors’ Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025* [Docket No. 1053]; (b) the *Supplemental Declaration of Joshua A. Sussberg, P.C. in Support of the Debtors’ Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025* [Docket No. 1155]; and (c) the *Second Supplemental Declaration of Joshua A. Sussberg, P.C. in Support of the Debtors’ Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in*

*Possession Effective as of February 14, 2025* [Docket No. 1344] ((a) through (c), collectively, the “K&E Declarations”), (i) K&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (ii) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declarations.

19. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declarations, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

20. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

21. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declarations, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

22. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

**Summary of Compliance with Interim Compensation Order**

23. This Fee Application has been prepared in accordance with the Interim Compensation Order, Article 3.3 of the Plan, and Paragraph DDD of the Non-TopCo Confirmation



Order (as incorporated by reference in the TopCo Confirmation Order).

24. In accordance with the Interim Compensation Order, as of the date hereof, K&E has received payments totaling \$13,242,189.74 (\$13,151,511.20 of which was for services provided and \$90,678.54 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$16,524,825.30, which amount represents the entire amount of unpaid fees and expenses incurred during the Final Fee Period, and, solely with respect to TopCo, K&E seeks payment of the remaining \$116,462.25, which amount represents the entire amount of unpaid fees and expenses incurred during the TopCo Final Fee Period.<sup>3</sup>

25. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$29,693,806.00 and reimbursement of actual expenses incurred in connection with such services in the aggregate amount of \$189,671.29, for a total allowance of \$29,883,477.29 for fees and expenses incurred. To date, K&E has received total payment of \$13,151,511.20 for legal services rendered to the Debtors and \$90,678.54 for related expenses during the Fee Period pursuant to the Interim Compensation Order.

### **Fees and Expenses Incurred During Fee Period**

#### **A. Customary Billing Disclosures.**

26. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to

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<sup>3</sup> These amounts also reflect the 20% holdback for the Fee Period.

the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan (the "**Budget and Staffing Plan**") for this Fee Period, and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

**B. Fees Incurred During Fee Period.**

27. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as of the date

K&E was retained;

- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of February 14, 2025* [Docket No. 1053] (the "Retention Application").

**C. Expenses Incurred During Fee Period.**

28. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Bankruptcy Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

29. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

**Summary of Legal Services Rendered During the Fee Period**

30. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

31. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures,

certain subject matters categories (each, a “Matter Category”) in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:<sup>4</sup>

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
1	Chapter 11	0 - 0	0.00	\$0.00 - \$0.00	\$0.00
2	Adversary Proceeding and Contested Matters	7,055 - 7,577	411.60	\$10,867,500 - \$11,672,500	\$634,145.00
3	Corporate, Securities, and Governance Matters	163 - 175	490.90	\$270,000 - \$290,000	\$718,896.50
4	Disclosure Statement/Plan/Confirmation	5,256 - 5,646	4,760.60	\$8,100,000 - \$8,700,000	\$6,315,401.00
5	DIP Financing and Cash Collateral	390 - 419	598.30	\$675,000 - \$725,000	\$811,202.00
6	Cash Management	135 - 145	24.60	\$270,000 - \$290,000	\$26,449.50
7	Automatic Stay Issues	505 - 543	409.90	\$810,000 - \$870,000	\$459,537.50
8	Asset Sales/Section 363/Use, Sale, and Disposition of Property	504 - 541	3,034.00	\$945,000 - \$1,015,000	\$4,235,676.00
9	Executory Contracts and Unexpired Leases	468 - 502	897.10	\$877,500 - \$942,500	\$1,004,972.00
10	Business Operations	18 - 19	35.20	\$33,750 - \$36,250	\$46,945.00
11	Claims Administration	142 - 153	313.40	\$270,000 - \$290,000	\$382,248.00
12	Schedules and Statements (SOFA's)	18 - 19	1.70	\$33,750 - \$36,250	\$2,256.50
13	Creditor and Stakeholder Communications	69 - 75	240.40	\$135,000 - \$145,000	\$387,979.50
14	U.S. Trustee Matters and Communications	70 - 75	29.40	\$135,000 - \$145,000	\$44,534.00
15	Hearings	175 - 188	225.60	\$270,000 - \$290,000	\$393,678.00

<sup>4</sup> In certain instances, K&E may have billed the same amount of fees, but different number of hours to different Matter Categories. This difference is the result of different staffing of each such Matter Category.

16	Insurance and Surety Matters	72 - 78	61.70	\$135,000 - \$145,000	\$88,507.00
17	Utilities	68 - 73	11.40	\$135,000 - \$145,000	\$12,272.00
18	Tax Matters	66 - 71	206.50	\$135,000 - \$145,000	\$283,383.50
19	Case Administration	100 - 107	657.80	\$135,000 - \$145,000	\$797,094.00
20	Retention – K&E	438 - 471	698.40	\$810,000 - \$870,000	\$727,612.00
21	Retention – Non-K&E	300 - 322	197.60	\$607,500 - \$652,500	\$226,962.00
22	Vendor Matters	338 - 363	171.90	\$675,000 - \$725,000	\$190,562.00
23	Litigation	104 - 111	9,657.60	\$135,000 - \$145,000	\$11,514,021.50
24	Non-Working Travel	133 - 143	97.10	\$135,000 - \$145,000	\$158,840.00
25	Creditors' Committee Matters	138 - 148	11.80	\$270,000 - \$290,000	\$22,152.00
26	Employee and Labor Matters	69 - 74	117.60	\$135,000 - \$145,000	\$208,479.50
<b>Total</b>		<b>16,794 - 18,038</b>	<b>23,362.10</b>	<b>\$27,000,000 - \$29,000,000</b>	<b>\$29,693,806.00</b>

32. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

33. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I** and **Exhibit K**, and K&E's

records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J** and **Exhibit L**.

**(a) Chapter 11 [Matter No. 1]**

Total Fees: \$0.00  
Total Hours: 0.00

34. No time was spent by K&E attorneys or paraprofessionals on this Matter Category.

**(b) Adversary Proceedings and Contested Matters [Matter No. 2]**

Total Fees: \$634,145.00  
Total Hours: 411.60

35. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to adversary proceedings or other contested matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of various bankruptcy pleadings related to contested matters;
- (ii) reviewing and analyzing appellate decisions and related pleadings, as well as researching, drafting and revising an appellate brief and supplemental appendix regarding the same;
- (iii) analyzing and evaluating litigation strategy and drafting responsive pleadings with respect to (x) the Freedom Lender Group's motion seeking allowance of a superpriority Administrative Expense Claim [Docket No. 978], (y) the First Lien Administrative Agent's adversary proceeding with respect to enforcing the intercreditor agreement [Docket No. 1157], and (z) the Creditors' Committee's motion seeking standing to commence, prosecute, and settle certain claims on behalf of the OpCo Debtors [Docket No. 1200] (the "Standing Motion"); and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

**(c) Corporate, Securities, and Governance Matters [Matter No. 3]**

Total Fees: \$718,896.50

Total Hours: 490.90

36. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors, the boards of directors for the relevant Debtor entities (each, a “Board,” and collectively, the “Boards”), the special committee of the Board of Freedom VCM Holdings, LLC and Franchise Group, Inc. (the “Special Committee”), and the conflicts committee of the Board of Freedom VCM Interco, Inc. and Freedom VCM, Inc. (the “Conflicts Committee”), as applicable, regarding various corporate and governance issues related to the Debtors’ restructuring, including the investigations carried out by the Special Committee and the Conflicts Committee, respectively. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) complying with corporate governance requirements, including drafting and revising resolutions, minutes, certificates, and amendments to corporate documents, as necessary;
- (ii) preparing, reviewing, and revising materials for Board meetings;
- (iii) reviewing, analyzing, and advising the Special Committee and the Conflicts Committee with respect to the Intercompany Settlement and the Global Settlement, and preparing, reviewing, and revising materials regarding the same;
- (iv) drafting, revising, and negotiating deal documentation associated with implementation of the Plan and the Global Settlement, including the new organizational documents and other general corporate documents related to confirmation of the Plan and implementation at emergence;
- (v) reviewing, analyzing, and advising the Debtors with respect to various financial, corporate governance, securities, and compliance issues;
- (vi) preparing for and participating in meetings with the Boards, the Special Committee, or the Conflicts Committee, as applicable, and management team in connection with case updates and the chapter 11 process; and

- (vii) providing updates to the Debtors and their other advisors regarding the foregoing activities.

**(d) Disclosure Statement/Plan/Confirmation [Matter No. 4]**

Total Fees: \$6,315,401.00

Total Hours: 4,760.6

37. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing the Plan and the Disclosure Statement in connection with these chapter 11 cases, as well as services related to obtaining confirmation of the Plan. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and filing two motions to extend the Debtors' exclusive period for filing a chapter 11 plan and soliciting votes thereon [Docket Nos. 1044, 1599] and obtaining Court approval of the same [Docket Nos. 1253, 1646], over the Freedom Lender Group's objection to the Debtors' first motion to extend exclusivity, and drafting and revising a reply in support of the Debtors' first motion regarding the same [Docket No. 1206];
- (ii) drafting, reviewing, revising, and negotiating the Global Settlement by and between the Global Settlement Parties, and corresponding with the Global Settlement Parties regarding documentation of the same;
- (iii) researching and analyzing complex legal and factual issues related to the Plan (including the Global Settlement contained therein) and the Disclosure Statement, and advising the Debtors on all aspects of their chapter 11 strategy;
- (iv) drafting, negotiating, revising, compiling, and filing the Plan, the Disclosure Statement, the Disclosure Statement Supplement, and the Plan Supplement [Docket Nos. 1182, 1371, 1518, 1604], and all related motions and exhibits;
- (v) obtaining approval of the Disclosure Statement [Docket No. 1019] and the Disclosure Statement Supplement [Docket No. 1322];
- (vi) researching issues related to solicitation of votes on the Plan and coordinating with Kroll Restructuring Administration, LLC ("Kroll") on issues related to the same;
- (vii) researching, drafting, negotiating, revising, and filing the Confirmation Orders, the accompanying memorandum of law



[Docket No. 1457], and the declarations in support thereof [Docket Nos. 1465, 1466, 1467, 1468, 1471, 1514];

- (viii) engaging with creditors' counsel, the Creditors' Committee, and other parties in interest regarding formal and informal comments to the Disclosure Statement, the Disclosure Statement Supplement, the Plan, and the Confirmation Orders and negotiating and drafting modifications to the Plan and the Confirmation Orders to resolve such responses and objections;
- (ix) engaging in discussions with the First Lien Lenders, the Freedom Lender Group, and the Creditors' Committee to secure their support for the Global Settlement and confirmation of the Plan;
- (x) obtaining confirmation of the Plan [Docket Nos. 1596, 1682]
- (xi) implementing the Restructuring Transactions contemplated under the Plan, including analyzing and discussing emergence-related issues and preparing applicable documents related thereto; and
- (xii) providing updates to the Debtors, the Debtors' other advisors, and other stakeholders regarding the foregoing activities.

**(e) DIP Financing and Cash Collateral [Matter No. 5]**

Total Fees: \$811,202.00

Total Hours: 598.30

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Debtors' consensual use of cash collateral and the DIP Facility, as well as the Debtors' prepetition and exit financing facilities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) analyzing and discussing cash collateral and financing issues with the Debtors' other advisors and stakeholders;
- (ii) ensuring compliance with the Final DIP Order;
- (iii) analyzing and discussing issues related to the Debtors' prepetition credit agreements, including with respect to the ABL Loans;
- (iv) securing an extension with respect to the DIP maturity date and researching issues and drafting documentation with respect to the same;

- (v) negotiating, drafting, reviewing, and revising debt documentation and related pleadings with respect to the Exit ABL Facility and Take-Back Debt Facility; and
- (vi) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

**(f) Cash Management [Matter No. 6]**

Total Fees: \$26,449.50

Total Hours: 24.60

39. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services critical to ensuring the continued operation and maintenance of the Debtors' cash management system. Specifically, K&E attorneys engaged in negotiations with the U.S. Trustee regarding compliance with section 345(b) of the Bankruptcy Code, and negotiated, drafted, and finalized documentation with respect thereto [Docket Nos. 1242, 1431, 1623].

**(g) Automatic Stay Issues [Matter No. 7]**

Total Fees: \$459,537.50

Total Hours: 409.90

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the imposition, effect, and enforcement of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) engaging with stakeholders regarding requests for relief from the automatic stay;
- (ii) researching automatic stay issues and analyzing litigation strategies regarding the same;
- (iii) drafting and revising automatic stay notices, stipulations, and enforcement letters;
- (iv) objecting to, or otherwise defending against, relief from the automatic stay motions, including researching issues related thereto;
- (v) analyzing strategies regarding the application of the automatic stay and conferencing with counsel for parties regarding the same;

- (vi) drafting and revising pleadings with respect to enforcing the automatic stay, including legal research related thereto; and
- (vii) advising the Debtors' management regarding automatic stay matters.

**(h) Asset Sales/Section 363/Use, Sale, and Disposition of Property [Matter No. 8]**

Total Fees: \$4,235,676.00  
Total Hours: 3,034.00

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the disposition of the Debtors' assets and the marketing and sale process. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, revising, and negotiating non-disclosure agreements and other materials with interested counterparties;
- (ii) analyzing the sale structure and strategy, and coordinating with Ducera Partners LLC, the Debtors' investment banker, regarding the Debtors' marketing and sale process, including analyzing issues related to prospective buyers and related documentation;
- (iii) managing potential buyers' document review processes with the Debtors' other advisors to ensure appropriate access to diligence, maintaining and organizing the related data room, and responding to various diligence requests;
- (iv) corresponding with the Debtors' management and the Boards regarding sale-related matters, including the sale process and related timeline;
- (v) conferring with the First Lien Lenders, the Freedom Lender Group, and other stakeholders regarding the marketing and sale process and related documentation;
- (vi) corresponding and conferencing with various parties in interest and their counsel regarding the sale process and related sale documentation;
- (vii) drafting, reviewing, revising, and negotiating the Asset Purchase Agreement [Docket No. 1283-2] and related sale documentation, including the transition services agreement, and analyzing issues related thereto;

- (viii) drafting, reviewing, revising, and filing the *Debtors' Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter Into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 1283];
- (ix) drafting and filing declarations in support of the Partial Sale Transaction [Docket Nos. 1389, 1390];
- (x) negotiating and resolving various formal and informal objections to the Partial Sale Transaction;
- (xi) drafting, reviewing, revising, and negotiating the Sale Order and obtaining Court approval of the same [Docket No. 1429];
- (xii) consummating the Partial Sale Transaction [Docket No. 1554]; and
- (xiii) analyzing strategy and approach with the Debtors and their other advisors regarding the Partial Sale Transaction.

(i) **Executory Contracts, Unexpired Leases [Matter No. 9]**

Total Fees: \$1,004,972.00  
Total Hours: 897.10

42. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) analyzing and researching the Debtors' obligations under executory contracts and unexpired leases and advising the Debtors with respect to their rights and obligations under such agreements pursuant to bankruptcy law and applicable non-bankruptcy law, including with respect to the assumption, assumption and assignment, or rejection of such agreements;
- (ii) coordinating with the Debtors' other advisors to identify and analyze contracts and leases for potential assumption or rejection, and conducting diligence and research related to the same;

- (iii) obtaining Court approval of several omnibus rejection orders pursuant to sections 105(a), 365(a), and 554 of the Bankruptcy Code by which the Debtors rejected, or otherwise renegotiated, numerous burdensome leases of nonresidential real property and/or executory contracts [Docket Nos. 1128, 1214, 1563, 1645];
- (iv) corresponding and conferencing with counterparties regarding treatment of their executory contracts and unexpired leases during the chapter 11 cases;
- (v) negotiating consensual resolutions with contract counterparties with respect to formal and informal cure-related objections;
- (vi) corresponding and conferencing with franchisees and their counsel with respect to the treatment of their franchise agreements and negotiating related amendments and related settlement documents with respect to the same; and
- (vii) negotiating consensual resolutions to numerous disputes with landlords and their counsel with respect to treatment of their unexpired leases and related lease amendments.

**(j) Business Operations [Matter No. 10]**

Total Fees: \$46,945.00  
Total Hours: 35.20

43. It was important that the Debtors and their advisors created and implemented an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time developing a strategy with the Debtors to ensure that business operations continued without interruption. K&E attorneys and paraprofessionals also spent time advising the Debtors regarding various operational issues, including with respect to operating their businesses as debtors in possession and maintaining ordinary course operations.

**(k) Claims Administration [Matter No. 11]**

Total Fees: \$382,248.00  
Total Hours: 313.40

44. This Matter Category includes time K&E attorneys and paraprofessionals spent on

matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to inquiries regarding the Claims Bar Date, related Bar Date Order, and payment of claims;
- (ii) corresponding with the Debtors, their advisors, stakeholders, and other parties in interest regarding claims-related issues;
- (iii) reviewing, analyzing, and researching claims-related issues raised by creditors; and
- (iv) reviewing and analyzing pleadings with respect to allowance of administrative claims, and corresponding with claimants' counsel and developing strategy regarding the same.

**(l) SOFAs and Schedules [Matter No. 12]**

Total Fees: \$2,256.50

Total Hours: 1.70

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, Kroll, and other advisors in connection with the preparation, revision, and filing of the Debtors' amended schedules of assets and liabilities and statements of financial affairs.

**(m) Creditor and Stakeholder Communications [Matter No. 13]**

Total Fees: \$387,979.50

Total Hours: 240.40

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to creditors and various stakeholders, including noticing and other communications. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) corresponding with the Debtors, various stakeholders, and their respective advisors to provide updates as to developments in these chapter 11 cases;
- (ii) conducting meetings and telephone conferences with the Global Settlement Parties and their advisors regarding the Disclosure Statement, the Disclosure Statement Supplement, the Plan, the Confirmation Orders, and the status of the chapter 11 cases;

- (iii) providing relevant information and access to the Debtors and their records, as requested; and
- (iv) responding to miscellaneous creditor inquiries and researching issues regarding the same.

**(n) U.S. Trustee Matters and Communications [Matter No. 14]**

Total Fees: \$44,534.00

Total Hours: 29.40

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) preparing for and participating in the continued creditors' meeting as required by section 341 of the Bankruptcy Code;
- (ii) coordinating, conferencing, and corresponding with the U.S. Trustee regarding the Retention Application, Plan, the Disclosure Statement, the Disclosure Statement Supplement, the Plan Supplement, the Confirmation Orders, the Partial Sale Transaction (including responding to diligence requests in connection therewith), and certain other motions, proposed orders, and other documents filed by the Debtors in these chapter 11 cases; and
- (iii) coordinating efforts among the Debtors and their other professionals to address miscellaneous concerns and issues raised by the U.S. Trustee.

**(o) Hearings [Matter No. 15]**

Total Fees: \$393,678.00

Total Hours: 225.60

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings and status conferences during the Fee Period (each a "Hearing," and collectively, the "Hearings"), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable

time preparing for and attending Hearings including:

- (i) the hearing to approve the adequacy of the Disclosure Statement on February 19, 2025;
- (ii) the status conferences with respect to updates regarding the Intercompany Settlement and the Global Settlement on March 17, 2025 and April 22, 2025, respectively;
- (iii) the hearing to approve the Debtors' motion to extend the Debtors' exclusive period to file a chapter 11 plan on April 3, 2025;
- (iv) the bench ruling on the Debtors' motion to extend the Debtors' exclusive period to file a chapter 11 plan on April 7, 2025;
- (v) the hearing to approve the Partial Sale Transaction on May 6, 2025;
- (vi) the Confirmation Hearing on May 20, 2025; and
- (vii) the bench ruling with respect to confirmation of the Plan on May 28, 2025.

**(p) Insurance and Surety Matters [Matter No. 16]**

Total Fees: \$88,507.00

Total Hours: 61.70

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors' insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating the payment and renewal of certain insurance premiums; and
- (ii) corresponding with the Debtors', the Debtors' other advisors, and other parties in interest on issues relating to the continuation of insurance coverage during these chapter 11 cases and addressing issues related to the Debtors' insurance policies.

**(q) Utilities [Matter No. 17]**

Total Fees: \$12,272.00

Total Hours: 11.40

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to utility issues arising in connection with filing these chapter 11 cases,



including corresponding with utilities providers and the Debtors' other advisors regarding postpetition payments and requests for adequate assurance.

**(r) Tax Matters [Matter No. 18]**

Total Fees: \$283,383.50

Total Hours: 206.50

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues related to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys were responsible for researching and analyzing certain tax issues arising in connection with the Debtors' business operations, including the following:

- (i) corresponding with the Debtors' tax, accounting, and valuation services provider, Ernst & Young LLP, and the Debtors' independent auditor, Deloitte & Touche LLP, regarding various tax-related issues;
- (ii) analyzing, reviewing, and revising the Partial Sale Transaction documentation with respect to tax considerations;
- (iii) analyzing, reviewing, and revising the Plan, the Disclosure Statement, the Disclosure Statement Supplement, and the Plan Supplement with respect to tax considerations;
- (iv) drafting, reviewing, and revising the Restructuring Transactions Memorandum in consultation with the Debtors and the Debtors' other advisors; and
- (v) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

**(s) Case Administration [Matter No. 19]**

Total Fees: \$797,094.00

Total Hours: 657.80

52. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors'

chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering the Debtors' chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and works-in-process reports;
- (ii) monitoring the case docket and reviewing docket entries as they were filed to apprise the Debtors and their professionals of developments in these chapter 11 cases;
- (iii) managing case management tasks among K&E personnel and other retained professionals, including holding weekly telephonic works-in-process conferences; and
- (iv) facilitating compliance with applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and orders or procedures issued by the Court.

53. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

**(t) Retention – K&E [Matter No. 20]**

Total Fees: \$727,612.00

Total Hours: 698.40

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iii) preparing updated professional disclosures for filing with the Court;
- (iv) preparing the Budget and Staffing Plan;
- (v) drafting, revising, and filing the Retention Application;
- (vi) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and

- (vii) reviewing all time entries to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

**(u) Retention – Non-K&E [Matter No. 21]**

Total Fees: \$226,962.00

Total Hours: 197.60

55. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time coordinating with the Debtors and the Debtors' other advisors regarding non-K&E advisor fee applications and compliance with the disclosure requirements of the applicable provisions of the Bankruptcy Code with respect to each professionals' retention. K&E attorneys and paraprofessionals also spent time coordinating with the Debtors and the Debtors' other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of the applicable provisions of the Bankruptcy Code.

**(v) Vendor Matters [Matter No. 22]**

Total Fees: \$190,562.00

Total Hours: 171.90

56. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues, including with respect to their postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time reviewing, analyzing, and researching vendor issues, and corresponding with counsel to the vendors, the

Debtors, and the Debtors' other advisors regarding the same.

**(w) Litigation [Matter No. 23]**

Total Fees: \$11,514,021.50

Total Hours: 9,657.60

57. This Matter Category includes time spent by K&E attorneys and paraprofessionals reviewing and resolving matters related to new and ongoing litigation. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of various bankruptcy pleadings related to contested matters;
- (ii) preparing witnesses to testify in support of contested motions, applications, and other pleadings, and defending depositions in connection therewith;
- (iii) developing strategies around potential litigation issues and drafting and revising documents in connection with the same;
- (iv) preparing for contested hearings, including drafting exhibits, witness and exhibit lists, and other court materials, and preparing witnesses for the same;
- (v) reviewing and analyzing documents in connection with, and preparing responses and objections to, various formal discovery requests;
- (vi) negotiating a proposed scheduling order with respect to a discovery and litigation timeline with the Debtors' key stakeholders and obtaining Court approval of the same;
- (vii) reviewing and analyzing documents related to the investigations of the Special Committee and the Conflicts Committee with respect to Plan releases, and developing a strategy with respect to the same;
- (viii) analyzing, reviewing, and revising the Disclosure Statement, the Disclosure Statement Supplement, the Plan, the Plan Supplement, and the Confirmation Orders with respect to litigation considerations; and
- (ix) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(x) **Non-Working Travel [Matter No. 24]**

Total Fees: \$158,840.00  
Total Hours: 97.10

58. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(y) **Creditors' Committee Issues [Matter No. 25]**

Total Fees: \$22,152.00  
Total Hours: 11.80

59. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the Creditors' Committee's advisors to provide updates as to developments in the chapter 11 cases, providing relevant information and access to the Debtors and their records as requested, and responding to miscellaneous creditor inquiries. During the Fee Period, K&E attorneys and paraprofessionals organized, prepared for, and attended the continued creditors' meeting as required by section 341 of the Bankruptcy Code. K&E attorneys and paraprofessionals also spent time corresponding with the Creditors' Committee with respect to the Standing Motion. K&E attorneys also negotiated with the Creditors' Committee on various matters throughout these chapter 11 cases, including but not limited to, various pleadings related to operational relief, the Plan, the Disclosure Statement, the Disclosure Statement Supplemental, the Global Settlement, and the Confirmation Orders.

(z) **Employee and Labor Matters [Matter No. 26]**

Total Fees: \$208,479.50  
Total Hours: 117.60

60. The Debtors and K&E believe that a successful reorganization depends on retaining the workforce, thereby ensuring continuity of the Debtors' business. As a result, this Matter

Category includes time spent by K&E attorneys and paraprofessionals addressing issues related to employee compensation and benefits. This Matter Category also includes time spent by K&E attorneys and paraprofessionals reviewing and analyzing key issues with regard to employee labor and compensation matters in relation to the Partial Sale Transaction, responding to employment diligence requests from various stakeholders, and coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing.

**Actual and Necessary Expenses Incurred by K&E**

61. As set forth in **Exhibit I** and **Exhibit K** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$189,671.29 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** and **Exhibit K** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

**Reasonable and Necessary Services Provided by K&E**

**A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.**

62. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

63. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of

troubled companies, with over 175 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

64. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate, and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

**B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.**

65. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

66. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On certain occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other

materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

67. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$341,737.50 and expenses by \$8,756.31. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

**K&E's Requested Compensation and Reimbursement Should be Allowed**

68. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;



- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

69. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

70. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$785 to \$1,625. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these

chapter 11 cases.

71. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

72. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

73. No previous application for the relief sought herein has been made to this or any other Court.

#### **Reservation of Rights and Notice**

74. It is possible that some professional time expended, or expenses incurred, during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Reorganized Debtors will provide notice of this Fee Application to: (a) the U.S. Trustee; (b) the Creditors' Committee; (c) counsel to the ABL Lenders; (d) counsel to the Ad Hoc Group of First Lien Lenders; (e) counsel to the Second Lien Term Loan Lenders; (f) counsel to the HoldCo Lenders; (g) counsel to the DIP Agent; (h) counsel to the DIP Lenders; and (i) any party that is entitled to notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). Pursuant to the Interim Compensation Order, any party, other

than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before August 11, 2025 at 4:00 p.m. (prevailing Eastern Time).

**No Prior Request**

75. No prior application for the relief requested herein has been made to this or any other court.

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WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E (i) final compensation for professional and paraprofessional services provided during the Final Fee Period in the amount of \$29,587,461.50, and reimbursement of actual, reasonable and necessary expenses incurred during the Final Fee Period in the amount of \$179,553.54, and, (ii) solely with respect to TopCo, final compensation for professional and paraprofessional services provided during the TopCo Final Fee Period in the amount of \$106,344.50, and reimbursement of actual, reasonable and necessary expenses incurred during the TopCo Final Fee Period in the amount of \$10,117.75; (b) authorizing and directing the Reorganized Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: July 21, 2025

*/s/ Joshua A. Sussberg*

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